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PROPOSED COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF TEXAS
 DALLAS DIVISION**

IN RE: GGI HOLDINGS, LLC, et al., DEBTORS.¹	§ CASE NO. 20-31318-hdh11 § § CHAPTER 11 § § (Jointly Administered) §
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY,
 AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES AND
STATEMENTS OF FINANCIAL AFFAIRS**

GGI Holdings, LLC and its affiliates (collectively, the “Debtors”), debtors and debtors-in-possession in the above-captioned chapter 11 cases (the “Cases”), each commenced voluntary petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on May 4, 2020 (the “Petition Date”).

As required under applicable orders of this Court, the Debtors have filed separate Schedules of Assets and Liabilities (the “Schedules”) and the Statements of Financial Affairs (the “SOFA” and collectively with the Schedules, the “Schedules and Statements”) for each affiliate Debtor. The Schedules and Statements are filed for each of the Debtors’ respective chapter 11 case pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

The following Schedules and accompanying Statements of Financial Affairs were prepared based upon the most current information available from the Debtors’ books and records, as well as reference to other sources of data and information. The Debtors, in the normal course of their

¹ The debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: GGI Holdings, LLC (1222); Gold’s Gym International, Inc. (3614); Gold’s Holding Corp. (3610); Gold’s Alabama, LLC (0520); Gold’s Gym Franchising, LLC (5009); Gold’s Gym Licensing, LLC (5013); Gold’s Gym Merchandising, LLC (4892); Gold’s Gym Rockies, LLC (7129); Gold’s Louisiana, LLC (9825); Gold’s North Carolina, LLC (3221); Gold’s Ohio, LLC (4396); Gold’s Oklahoma, LLC (7577); Gold’s St. Louis, LLC (4827); Gold’s Southeast, LLC (9382); and Gold’s Texas Holdings Group, Inc. (8156). The Debtors’ mailing address is 4001 Maple Avenue, Suite 200, Dallas, Texas 75219.

business, prepare separate and consolidated financial statements and reports. The Debtors' most recent close of its books and records was through the month of March 2020, including reconciliation of intercompany transactions.

The Debtors and their professionals have made a good faith effort to list assets and liabilities based on book values and processed payables as of the latest close of books and records and through the Petition Date where possible. Creditors disputing the amounts listed in these Schedules will have the opportunity to file proofs of claim, and the Debtors will reconcile such amounts at the appropriate time. The Debtors and their professionals have engaged in and employed reasonable means and processes to prepare the Schedules and accompanying Statements of Financial Affairs based upon the most reliable data and information available under the circumstances. Accordingly, the Schedules and accompanying Statements of Financial Affairs may contain inaccuracies or be lacking certain information for a complete and accurate presentation of the Debtors' assets, liabilities, and financial affairs. The Debtors and their professionals will continue efforts to identify areas of insufficient disclosure, missing, or inaccurate information or data. The Schedules and Statements will be amended as deemed appropriate and necessary for a complete and accurate disclosure of the Debtors' assets, liabilities, and financial affairs.

While the Debtors have made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statement, and inadvertent errors or omissions may exist. Moreover, because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are 100% complete and accurate. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these Cases and specifically with respect to any issues involving equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

These Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

Unless noted below or in the Schedules and Statements, all assets and liabilities should be deemed as belonging to, or asserted against, the entity in which case the Schedules and Statements are filed. In many instances, creditors may assert claims against more than one debtor entity, as jointly and severally liable. Notwithstanding the potential for certain creditors to assert claims jointly against more than one bankruptcy estate, such creditors are entitled to a single payment on account of such claim. The ability to assert claims against multiple estates shall not entitle any creditor to multiple payments or recoveries on account of the same underlying obligation. Moreover, the Debtors and their professionals have made good faith efforts to list assets as the Schedules of the Debtors based on the Debtors' books and records.

Amendment

While reasonable efforts were made to file complete and accurate Schedules and Statement, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement their Schedules and Statements as is necessary and appropriate.

Basis of Presentation

These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles.

Current Market Value of Assets

It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Due to club location closures as a result of COVID-19, the asset values presented in the Schedules are based upon the best information available at this time and may not be representative of fair market value. For example, goodwill is listed based on book values as of the filing of these Schedules, but not based on audited financials or third-party valuations. The actual amount realized on the sale of particular assets, or groups of assets, in a sale to third parties may differ significantly from the amounts presented herein. For this reason, the amount ultimately realized from assets may vary from book value and such variance may be material. Exceptions to this include operating cash and certain other assets. Values for cash, cash equivalents and accounts receivable are shown as a gross amount as of the Petition Date, without reducing for the cost of collection, the likelihood the some accounts may be uncollectible, and the rights that such account debtors may have to net or offset claims against such accounts receivable.

Intercompany Receivables and Payables

Intercompany receivables and payables are stated at their respective book values as carried on the Debtors' financial records. Amounts included on the Schedules A/B and E/F represent the net due from/due to related Debtor entities. As the Debtors' treasury management systems established Gold's Holding Corp. as the primary paymaster for the Debtors, the vast majority of the intercompany receivables and payables balances are reflected as amounts owed between each individual Debtor and Gold's Holding Corp. While the amounts due to, or due from, any particular Debtor entity may appear large standing alone, the consolidated intercompany balances generally offset to a zero balance when considered together with all Debtor affiliates included in the Debtors' cash management system.

Excluded Assets and Liabilities

The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, ordinary course employee benefit accruals, and deferred assets, losses, and gains. Other nonmaterial assets and liabilities may also have been excluded.

General Reservation of Rights

The Debtors specifically reserve the rights to amend, modify, supply, correct, change, or alter any part of its Schedules and Statements as and to the extent necessary and appropriate.

Causes of Action

The Debtors, despite their efforts, may not have set forth all of their causes of action against third parties as assets in the Schedules and Statements. The Debtors reserves their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

Claims Description

By designating a claim on the Schedules and Statements as “disputed,” “contingent,” and/or “unliquidated,” the Debtors indicate no intentions for such claim to be allowed and paid pursuant to the proposed plan. The Debtors reserve the right to amend the Schedules or object to any scheduled claims if they discover reasons to dispute any claims.² Moreover, these Schedules shall not be construed as an admission by the Debtors in the event that a creditor files a proof of claim. The Debtors expressly reserve the right to object to any filed claims.

GBG, LLC

On February 28, 2020, through a Membership Interest Purchase Agreement and Transition Services Agreement (collectively, as amended, restated or modified, the “DC Transactional Documents”), Debtor Gold’s Holding Corp. transferred its interest in a former subsidiary GBG, LLC (“GBG”) to a third-party franchisee CFJ Holdings, LLC. GBG owns and operates 28 gyms (the “DC Gyms”) in the Maryland, Virginia and DC metro area. Under the DC Transactional Documents, the Debtors have agreed to continue collecting revenues from the DC Gyms for 180 days following the transfers (the “Transitional Period”), but to hold such funds in trust for GBG’s benefit for the express purpose of paying the operating expenses associated with the DC Gyms during the Transitional Period. Because the bankruptcy cases were filed during this Transitional Period, the Debtors’ Schedules include accounts payable associated with the DC Gyms, which are payable on behalf of GBG, not the Debtors. Such obligations are to be paid from non-debtor GBG’s funds, which the Debtors do not believe are property of the bankruptcy estates. Some of the cash disclosed in the Debtors’ Schedules as of the Petition Date does include non-estate fund held in trust for GBG pursuant to the DC Transactional Documents. As of the Petition Date, the Debtors estimate they were holding approximately \$83,000 for the benefit of GBG. The Debtors are still in the process of reconciling invoices to determine which portions of such invoices are to be paid out of GBG’s funds.

² If it becomes necessary to amend the Schedules for such purposes, the Debtors will agree to an extension of the claims bar date for the affected creditors.

Other Specific Methods of Presentation

In addition to the foregoing, the Debtors and their professionals have taken steps to list all known claimants in the Schedules, whether such claims are subject to pending litigation, demand, third-party administration or incident report. Where lawsuits are filed against aliases rather than legal entities in existence, the Debtors have listed such claims as being asserted against Gold's Holding Corp., the Debtor's primary operating entity. The Debtors have also listed rights to tax refunds in "unknown" amounts based on recent statutory changes purporting to allow for the application of net operating losses against prior years' income. As of the filing of these Schedules, it is unclear whether any such refunds are available, to which entity or entities they would be payable, and in what amounts they would be paid. The Debtors have also listed all known executory contracts and unexpired leases according to the contract counterparties. The Debtors and their professionals have made good faith efforts to list all known franchise and license agreements, as well as any leases or related indemnification or guarantee agreements. The Debtors have not listed all membership agreements and reserve the right to amend these Schedules or file such supplement under seal to protect the privacy of their members. The inclusion or omission of any agreement, contract or lease in the Debtors' Schedules is not intended to serve as an admission by the Debtors as to the executoriness of any such agreement, contract or lease within the meaning of section 365 of the Bankruptcy Code.

Fill in this information to identify the case:

Debtor name GGI Holdings, LLC

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (if known): 20-31318

☐ Check if this is an amended filing

Official Form 206Sum**Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*\$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*\$ 55,551.46**1c. Total of all property:**Copy line 92 from *Schedule A/B*\$ 55,551.46**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*\$ 51,300,000.00**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 6a of *Schedule E/F*\$ 0.00**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*+\$ 0.00**4. Total liabilities**

Lines 2 + 3a + 3b

\$ 51,300,000.00

Fill in this information to identify the case:Debtor name GGI Holdings, LLCUnited States Bankruptcy Court for the: Northern District of TexasCase number (if known): 20-31318☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. <u>Bank of America</u>	<u>Checking</u>	<u>7 2 0 9</u>	\$ <u>55,551.46</u>
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (Identify all)

4.1. _____ \$ _____

4.2. _____ \$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 55,551.46**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____ \$ _____

7.2. _____ \$ _____

Debtor

GGI Holdings, LLC
Name

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8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: _____ - _____ = →
face amount doubtful or uncollectible accounts \$ _____11b. Over 90 days old: _____ - _____ = →
face amount doubtful or uncollectible accounts \$ _____**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____

Part 4: Investments**13. Does the debtor own any investments?**☐ No. Go to Part 5.☒ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. Gold's Gym International, Inc. 100 % \$ Unknown

15.2. Gold's Walzem LLC 100 % \$ Unknown

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor

GGI Holdings, LLC

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Name

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ _____
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor

GGI Holdings, LLC

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33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture	\$ _____	_____	\$ _____
40. Office fixtures	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ _____

44. Is a depreciation schedule available for any of the property listed in Part 7?☐ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor

GGI Holdings, LLC

Name

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Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____
48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____
49. Aircraft and accessories			
49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
	\$ _____	_____	\$ _____
51. Total of Part 8. Add lines 47 through 50. Copy the total to line 87.			\$ _____

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor

GGI Holdings, LLC

Name

Case number (if known)

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1		\$ _____	_____	\$ _____
55.2		\$ _____	_____	\$ _____
55.3		\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ _____

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ _____
61. Internet domain names and websites	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property	\$ _____	_____	\$ _____
65. Goodwill	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____

Debtor

GGI Holdings, LLC

Name

Case number (if known) 20-31318

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

**Current value of
debtor's interest**

71. Notes receivable

Description (include name of obligor)

_____ — _____ = → \$ _____
 Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Deferred Tax Asset (2018)

Deferred Tax Asset (2019)

Tax year 2018

Tax year 2019

Tax year _____

\$ Unknown

\$ Unknown

\$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

_____ \$ _____

Nature of claim

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

Indemnification Agreements - Indemnatee

\$ Unknown

\$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor

GGI Holdings, LLC

Name

Case number (if known)

20-31318

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 55,551.46	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ 0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 55,551.46	+ 91b. \$ 0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.	55,551.46	\$ 55,551.46

Fill in this information to identify the case:Debtor name GGI Holdings, LLCUnited States Bankruptcy Court for the: Northern District of TexasCase number (if known): 20-31318☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.*Column A***Amount of claim**

Do not deduct the value of collateral.

*Column B***Value of collateral that supports this claim****2.1** Creditor's name
Bank of America, N.A.**Describe debtor's property that is subject to a lien**See Loan Agreement (all assets of the Debtor, now owned or hereafter acquired)\$ Undetermined\$ Undetermined**Creditor's mailing address**c/o Jillian Foster
135 S LaSalle St, Chicago, IL 60603**Describe the lien**See loan documents**Is the creditor an insider or related party?**

- ☒ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Date debt was incurred 09/28/2009**Last 4 digits of account number** _____**Do multiple creditors have an interest in the same property?**

- ☒ No
☐ Yes. Specify each creditor, including this creditor,

2.2 Creditor's name
JPMorgan Chase Bank, N.A.**Describe debtor's property that is subject to a lien**See Loan Agreement (all assets of the Debtor, now owned or hereafter acquired)\$ 51,300,000.00\$ Undetermined**Creditor's mailing address**c/o Kristian W. Gluck, Norton Rose Fullbrigl
2200 Ross Avenue, Dallas, TX 75201-7932**Describe the lien**See loan documents**Is the creditor an insider or related party?**

- ☒ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Date debt was incurred 09/28/2009**Last 4 digits of account number** _____**Do multiple creditors have an interest in the same property?**

- ☒ No
☐ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

- ☐ Yes. The relative priority of creditors is specified on lines _____

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.\$ 51,300,000.00

Debtor

GGI Holdings, LLC
Name

Case number (if known) 20-31318

Part 1: Additional Page

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 Creditor's name
Wells Fargo Bank, N.A.

Describe debtor's property that is subject to a lien

See Loan Agreement (all assets of the Debtor, now owned or hereafter acquired)

\$Undetermined \$

Creditor's mailing address

c/o Dana McCain
90 S. 7th Street, 16th Floor, Minneapolis, MN

Creditor's email address, if known

dana.mccain@wellsfargo.com

Date debt was incurred 9/28/2009

Last 4 digits of account number

Describe the lien

See loan documents

Do multiple creditors have an interest in the same property?

☒ No☐ Yes. Have you already specified the relative priority?☐ No. Specify each creditor, including this creditor, and its relative priority.

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed☐ Yes. The relative priority of creditors is specified on lines**2.** Creditor's name

Describe debtor's property that is subject to a lien

\$ \$

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Describe the lien

Do multiple creditors have an interest in the same property?

☐ No☐ Yes. Have you already specified the relative priority?☐ No. Specify each creditor, including this creditor, and its relative priority.

Is the creditor an insider or related party?

☐ No☐ Yes

Is anyone else liable on this claim?

☐ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed☐ Yes. The relative priority of creditors is specified on lines

Fill in this information to identify the case:

Debtor GGI Holdings, LLC

United States Bankruptcy Court for the: Northern District of Texas

Case number 20-31318
(If known)

☐ Check if this is an amended filing

Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.**2.1** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____

Total claim

Priority amount

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

2.2 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

2.3 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

Debtor

Name

Case number (if known)

20-31318

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address 1431 SC, LTD 500 West 5th Street Suite 700 Austin, TX, 78701 Date or dates debt was incurred <u>5/1/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>Unknown</u>
3.2	Nonpriority creditor's name and mailing address DESERT HOME COMMUNITIES OF OKLAHOMA, LLC 4045 NW 64th St Ste 340 Oklahoma City, OK, 73116 Date or dates debt was incurred <u>5/1/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>Unknown</u>
3.3	Nonpriority creditor's name and mailing address Fairfax Station Square LP 3201 Jermantown Road Suite 700 Fairfax, VA, 22030-2879 Date or dates debt was incurred <u>5/1/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>Unknown</u>
3.4	Nonpriority creditor's name and mailing address Gold's Holding Corp 4001 Maple Avenue Suite 200 Dallas, TX, 75219 Date or dates debt was incurred <u>3/31/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>0.00</u>
3.5	Nonpriority creditor's name and mailing address JEFFREY R. MELICHAR 11712 Moonpark St Ste 201B Studio City, CA, 91604 Date or dates debt was incurred <u>5/1/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>Unknown</u>
3.6	Nonpriority creditor's name and mailing address Luchnick, Lance, Marinela Luchnick, and Sean Luchnick Attn: Sean Luchnick 15900 La Cantera Pkwy #26215 San Antonio, TX, 78256 Date or dates debt was incurred <u>1/31/2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: Litigation - Breach of Contract Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ <u>Undetermined</u>

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.⁷ Nonpriority creditor's name and mailing address

The Harry Himelfarb Trust and The Amelia
Himelfarb Trust
1201 F Street NW
Suite 500
Washington, DC, 20004

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☐ Unliquidated
☐ Disputed

\$ Unknown

Basis for the claim: Lease Guarantor

Is the claim subject to offset?

- ☒ No
☐ Yes

Date or dates debt was incurred

5/1/2020

Last 4 digits of account number

3.⁸ Nonpriority creditor's name and mailing address

Universal Music Corp dba Universal Music
Publishing Group c/o Eric Carvajal, Kuhn Law
Group PLLC
3 Columbus Circle, Floor 15
New York, NY, 10019

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☒ Unliquidated
☒ Disputed

\$ 0.00

Basis for the claim: Copyright dispute

Is the claim subject to offset?

- ☒ No
☐ Yes

Date or dates debt was incurred

Last 4 digits of account number

3. Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

Date or dates debt was incurred

Last 4 digits of account number

3. Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

Date or dates debt was incurred

Last 4 digits of account number

3. Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

Date or dates debt was incurred

Last 4 digits of account number

Debtor

Name

Case number (if known)

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1. TangoLaw, PLLC 801 2nd Avenue Suite 1110 Seattle, WA, 98104	Line ____ <input checked="" type="checkbox"/> Not listed. Explain:	_____
4.2. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.3. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.4. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.5. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.6. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.7. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.8. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.9. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.10. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____
4.11. _____	Line ____ <input type="checkbox"/> Not listed. Explain	_____

Part 4:

Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 0.00
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 0.00

Fill in this information to identify the case:

Debtor name GGI Holdings, LLC

United States Bankruptcy Court for the: Northern District of Texas

Case number (if known): 20-31318 Chapter 11

☐ Check if this is an amended filing

Official Form 206G**Schedule G: Executory Contracts and Unexpired Leases****12/15**

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>JP Morgan Chase Bank, N.A. Business Account Commercial Card</p>	<p>JP Morgan Chase Bank, N.A. 10 South Dearborn, Floor 6 Chicago, IL, 60603-2300</p>
	<p>State the term remaining August 7, 2020</p> <p>List the contract number of any government contract</p>	
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest</p>	
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest</p>	
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest</p>	
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p>	
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	

Fill in this information to identify the case:Debtor name GGI Holdings, LLCUnited States Bankruptcy Court for the: Northern District of TexasCase number (If known): 20-31318☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15****Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.****1. Does the debtor have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 Gold's Holding Corp.	Gold's Holding Corp. 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 Gold's Gym Rockies,	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 Gold's Gym Merchan	Gold's Gym Merchandising 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 Gold's Gym Licensin	Gold's Gym Licensing 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 Gold's Gym Internatic	Gold's Gym International, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6 Gold's Gym Franchis	Gold's Gym Franchising 4001 Maple Ave Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor

GGI Holdings, LLC
NameCase number (if known) 20-31318**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7 <u>Gold's Louisiana L</u>	Gold's Louisiana LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.8 <u>Gold's Oklahoma L</u>	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.9 <u>Gold's Southeast L</u>	Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.10 <u>Gold's North Caroli</u>	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.11 <u>Gold's Texas Holdi</u>	Gold's Texas Holdings Group, Inc. 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.12 <u>Gold's St. Louis LL</u>	Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.13 <u>Gold's Ohio LLC</u>	Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.14 <u>Gold's Alabama LL</u>	Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>JPMorgan Chase Bank, N</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor

GGI Holdings, LLC
NameCase number (if known) 20-31318**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.15 <u>Gold's Holding Cor</u>	Gold's Holding Corp. 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.16 <u>Gold's Gym Internat</u>	Gold's Gym International, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.17 <u>Gold's North Caroli</u>	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.18 <u>Gold's Ohio LLC</u>	Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.19 <u>Gold's Louisiana LI</u>	Gold's Louisiana LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20 <u>Gold's Texas Holdi</u>	Gold's Texas Holdings Group, Inc. 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.21 <u>Gold's Southeast L</u>	Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22 <u>Gold's Alabama LL</u>	Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor

GGI Holdings, LLC
NameCase number (if known) 20-31318**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2. <u>23</u> <u>Gold's Gym Franch</u>	Gold's Gym Franchising 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>24</u> <u>Gold's St. Louis LL</u>	Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>25</u> <u>Gold's Gym Merch</u>	Gold's Gym Merchandising 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>26</u> <u>Gold's Gym Licens</u>	Gold's Gym Licensing 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>27</u> <u>Gold's Oklahoma L</u>	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>28</u> <u>Gold's Gym Rockie</u>	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Bank of America, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>29</u> <u>Gold's Holding Cor</u>	Gold's Holding Corp. 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>30</u> <u>Gold's Gym Intern</u>	Gold's Gym International, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor

GGI Holdings, LLC
NameCase number (if known) 20-31318**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2. <u>31</u> <u>Gold's North Caroli</u>	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>32</u> <u>Gold's Ohio LLC</u>	Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>33</u> <u>Gold's Gym Rockie</u>	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>34</u> <u>Gold's Louisiana L</u>	Gold's Louisiana LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>35</u> <u>Gold's Texas Holdi</u>	Gold's Texas Holdings Group, Inc. 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>36</u> <u>Gold's Southeast L</u>	Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>37</u> <u>Gold's Alabama LL</u>	Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>38</u> <u>Gold's Gym Franch</u>	Gold's Gym Franchising 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor

GGI Holdings, LLC
NameCase number (if known) 20-31318**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2. <u>39</u> <u>Gold's St. Louis LL</u>	Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>40</u> <u>Gold's Gym Merch.</u>	Gold's Gym Merchandising 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>41</u> <u>Gold's Gym Licens</u>	Gold's Gym Licensing 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. <u>42</u> <u>Gold's Oklahoma L</u>	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	<u>Wells Fargo Bank, N.A.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. ____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. ____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. ____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2. ____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G